

PHIL
STEVE
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**MEMORANDUM OF AGREEMENT
MDA-W USE OF DAC WAREHOUSE SPACE
TORRANCE, CALIFORNIA**

GENERAL TERMS AND CONDITIONS

Warehouse space occupied by MDA-W of 5301 Bolsa Avenue, Huntington Beach, CA, shall be charged a fixed square foot per month occupancy rate of \$0.58 in 1995, \$0.37 in 1996, and \$0.36 in 1997. DAC shall guarantee a term of occupancy to MDA-W commencing November 1, 1994 through December 31, 1997. This agreement shall be effective for that period.

DAC shall make available 200,000 square feet of warehouse space for use by MDA-W. Any additional MDA-W space requirements agreed upon by MDA-W and DAC shall be subject to the same terms and conditions as set forth in this Agreement. Space shall be made available according to the following schedule:

<u>Need Date</u>	<u>Description of Stored Items</u>	<u>Sq. Ft.</u>	<u>Bldgs.</u>
	Space occupied by MDA-W as of 11/1/94	29,300	1/61
2/1/95	A3 tooling and C-17 GFE	91,500	1/61
2/1/95	Tooling storage	40,000	1/61
6/1/95	Tooling storage	14,000	37
7/1/95	Miscellaneous and tooling storage	12,000	37
9/1/95	Miscellaneous storage	13,200	37
Total Warehouse Space		200,000	

MDA-W shall be charged occupancy only for warehouse space actually occupied on the last day of each month. DAC shall measure the space occupied by MDA-W, and submit an intercompany billing for said space according to the measurement, and at the rate specified above. MDA-W shall have the right to conduct periodic audits of the intercompany billings.

DAC shall be responsible for all property management and services for the warehouse space such as, but not limited to, external and internal building structures, electrical, water, sewer, telephone connections, custodial service, landscaping maintenance, trash collection, insurance, property taxes, assessments and license fees for the warehouse buildings. MDA-W shall be responsible for all personal property insurance, taxes, assessments and license fees for items stored within the warehouse buildings.

MDA-W shall allow charges according to ICWO No. 29261-255 attached and incorporated as Exhibit A herein, to cover moves and rearrangements completed by DAC employees on behalf of MDA-W. DAC shall complete all moves and rearrangements in a timely manner and according to MDA-W specifications.

The points of contact with regard to this agreement and use of the Torrance warehouse space are as follows:


DAC-Torrance	Raj Thulsiraj	310-533-6779
MDA-LB	Jaime Carrillo	310-593-3690
MDA-HB	Dan Fink	714-896-4974

This memorandum is intended as an internal lease agreement and to clarify allocation of responsibilities between MDA-W and DAC. This Agreement is in accordance with current Government disclosed accounting practices.

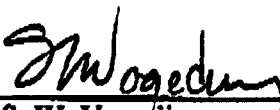
Approved:


R. L. O'Kelley
VP-GM Business Management - DAC


Approved:


S. C. Bisset
Director of Facilities - DAC
CM

Approved:


S. W. Vogeding
VP-GM Business Management - MDA-W

Approved:


W. C. Burton
Director of Facilities - MDA-W

Date:

ORDERING COMPONENT MDA-OPS WEST		SUPPLYING COMPONENT DAC		ICWO NO. 29261-255		ISSUE DATE 12-5-94	
TITLE FACILITIES SUPPORT				PROGRAM MISC		REVISION	
				PRIME CONTRACT NO. N/A		REVISION DATE	
				ACQ DELEGATION YES <input type="checkbox"/> NO <input type="checkbox"/>		WBS ELEMENT N/A	
PRIME CONTRACT TYPE NBF <input type="checkbox"/> COST <input type="checkbox"/> OTHER <input type="checkbox"/>		DPAS PRIORITY NO.		ORDERING DEPT. NO. DEPT. 711			
PERIOD OF PERFORMANCE 9/1/94 - 12/31/97		TARGET CLOSE 12/31/95		DOLLAR VALUE NOTED		ACCOUNT NO. NOTED	
RENT FREE USE APPLICABLE YES <input type="checkbox"/> NO <input type="checkbox"/>		ATTACHMENTS DD264 <input type="checkbox"/> FORM 438 <input type="checkbox"/>		GFE REQUIRED <input type="checkbox"/>		DATA REQUIREMENTS <input type="checkbox"/>	
				SFE REQUIRED <input type="checkbox"/>			
TABLE OF CONTENTS							
SEC				SEC	DESCRIPTION		
	PART I - THE SCHEDULE				PART II - CONTRACT CLAUSES		
A	SUBJECT/PURPOSE			I	CONTRACT CLAUSES		
B	SUPPLIES OR SERVICES AND PRICES/COSTS				PART III - LIST OF DOCS. EXHIBITS ATTACH.		
C	DESCRIPTION/SPECS/WORK STATEMENT			J	LIST OF ATTACHMENTS		
D	PACKAGING AND MARKING				PART IV - REPRESENTATIONS & INSTRUCTIONS		
E	INSPECTION AND ACCEPTANCE			K	REPRESENTATIONS, CERTIFICATIONS AND OTHER STATEMENTS OF OFFERORS		
F	DELIVERIES OR PERFORMANCE						
G	CONTRACT ADMINISTRATION DATA			L	INSTRUC. CONDITIONS. & NOTICES TO OFFERORS		
H	SPECIAL CONTRACT REQUIREMENTS			M	CORRESPONDENCE CONTROL		
WORK ACTIVITY FUNDED:							
This ICWO authorizes DAC Facilities to perform the following tasks:							
Task 1:							
Labor/non-labor to unload trucks, load/unload racks, rearrange equipment/materials within warehouse.							
Task 2:							
Labor/non-labor to modify C6 facility to accept MDA-W equipment storage (relocate/install fencing, racks, repair lighting, rework utility distribution).							
Task 3:							
Contract labor and Facilities engineering layout labor required to plan facility modifications required for this storage requirement.							
Budget:							
Task 1: NTE \$125,000							
Task 2: NTE \$ 35,000							
Task 3: NTE \$ 10,000							
Total: \$170,000							
PREPARED BY C. S. Hart C. D. Hart		DATE 9/15/94		REQUESTER'S SIGNATURE Craig Goodrich		DATE 9/15/94	
				ICWO PMO SIGNATURE		DATE	
CONTRACTS MANAGEMENT R. A. Zamora		DATE 9/15/94		SUPPLYING COMPONENT SIGNATURE Vicky Reynolds		DATE 12/5/94	
				FAX SIGNED		PAGE 1 OF 2	

MTJTF-6130/89

Period of Performance:

01 September 1994 through 31 December 1997

CCN Assignment:

Task 1: FY350W52

Task 2: FY350W53

Task 3: FY350W54

Cognizant Personnel:

MDA-Ops West: Contractual, Cheri Hart, 896-4417
Technical, Dan Fink, 896-4974
DAC: Contractual, Vicky Reynolds, 982-5794
Technical, Raj Thulsiraj, 533-6779

Distribution:

J. J. Vonnhof, A3-361 (11-2)
K. Y. Iwata, A3-B116 (13-1)
M. A. Johnson, A3-B112 (13-1)
Craig Goodrich, A3-718 (28-1)
Tom Atkins, A3-711 (28-1)
Jeanette Brophy, A3-B161 (28-1)
Dan Fink, A3-711 (28-1)
Jim McLane, A3-711 (28-1)
Joan Mulry, A3-B161 (28-1)
Coy Smith, A3-B110 (13-1)
David Atkins, A3-B161 (28-1)